

Anderson Daniel G
 Form 4
 September 08, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Anderson Daniel G

(Last) (First) (Middle)

C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction (Month/Day/Year)
 09/07/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 ____ Officer (give title below) _____ Other (specify below)
 Former VP

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | | | | | 8,287 | D | |
| Class A Common Stock | | | | | 1,119 | I | Held in 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Nonstatutory Stock Option 3-22-06 | \$ 34.06 | | | | | 03/22/2009 ⁽¹⁾ | 05/07/2012 | Class A Common Stock |
| Nonstatutory Stock Option 12-15-06 | \$ 32.565 | | | | | 12/15/2007 | 05/07/2012 | Class A Common Stock |
| 2007 Restricted Stock Unit | \$ 0 | 09/07/2011 | | E ⁽²⁾ | 1,190 ⁽²⁾ | 12/14/2008 | 05/07/2012 | Class A Common Stock |
| 2008 Restricted Stock Units | \$ 0 | 09/07/2011 | | E ⁽²⁾ | 12,500 ⁽²⁾ | 12/12/2009 | 05/07/2012 | Class A Common Stock |
| 2009 Restricted Stock Units | \$ 0 | 09/07/2011 | | E ⁽²⁾ | 6,998 ⁽²⁾ | 12/11/2010 | 05/07/2012 | Class A Common Stock |
| March 2011 Employee RSU Grant | \$ 0 | 09/07/2011 | | E ⁽²⁾ | 2,784 ⁽²⁾ | 03/02/2012 | 09/07/2011 | Class A Common Stock |
| Non-Statutory Stock Option 3-3-2011 - \$48.50 | \$ 48.5 | 09/07/2011 | | E ⁽²⁾ | 3,195 ⁽²⁾ | 03/02/2012 | 09/07/2011 | Class A Common Stock |
| Perf Based RSU 3-2-2011 | \$ 0 | 09/07/2011 | | E ⁽²⁾ | 2,435 ⁽²⁾ | 12/31/2013 | 09/07/2011 | Class A Common Stock |
| Perf Based RSUs 3-16-10 | \$ 0 | 09/07/2011 | | E ⁽²⁾ | 4,130 ⁽²⁾ | 12/31/2012 | 09/07/2011 | Class A Common Stock |
| NSO 2007 | \$ 43.61 | 09/07/2011 | | E ⁽²⁾ | 3,570 ⁽²⁾ | 12/14/2008 | 05/07/2012 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------|
| | Director | 10% Owner | Officer | Other |
| Anderson Daniel G C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202 | | | | Former VP |

Signatures

| | |
|--|---------------------|
| Kenneth A Olson under POA for Daniel Anderson | 09/08/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
- (2) Expiration of unvested options and restricted stock units upon termination of employment.

Remarks:

Mr. Anderson's last date of employment with Berry Petroleum Company was on September 7, 2011. This Form 4 is being filed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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